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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013, and ending NOV 30, 2014

Name of foundation
WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 1577

City or town, state or province, country, and ZIP or foreign postal code
THOMASVILLE, GA 31799

A Employer identification number
58-1414850

B Telephone number
912-226-4300

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 65,711,184. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,925.	3,925.		STATEMENT 1
4	Dividends and interest from securities	440,032.	440,032.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,495,072.			
b	Gross sales price for all assets on line 6a	12,775,641.			
7	Capital gain net income (from Part IV, line 2)		4,495,072.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-991.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	4,938,038.	4,939,029.		
13	Compensation of officers, directors, trustees, etc.	80,000.	8,000.		72,000.
14	Other employee salaries and wages	62,387.	0.		62,387.
15	Pension plans, employee benefits	41,739.	2,085.		39,654.
16a	Legal fees				
b	Accounting fees	8,000.	6,000.		2,000.
c	Other professional fees				
17	Interest	29,544.	29,544.		0.
18	Other expenses	114,753.	1,001.		10,281.
19	Depreciation and depletion	80.	0.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	218,999.	195,277.		23,514.
24	Total operating and administrative expenses. Add lines 13 through 23	555,502.	241,907.		209,836.
25	Contributions, gifts, grants paid	2,428,500.			2,428,500.
26	Total expenses and disbursements. Add lines 24 and 25	2,984,002.	241,907.		2,638,336.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,954,036.			
b	Net investment income (if negative, enter -0-)		4,697,122.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	105,895.	93,388.	93,388.
	2 Savings and temporary cash investments	2,263,078.	4,097,666.	4,097,666.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	38,488,835.	41,688,278.	41,688,278.
	c Investments - corporate bonds STMT 8	6,429,357.	8,765,931.	8,765,931.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	15,564,997.	11,065,921.	11,065,921.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	63.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	62,852,225.	65,711,184.	65,711,184.	
Liabilities	17 Accounts payable and accrued expenses	2,343.	2,337.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,343.	2,337.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	62,849,882.	65,708,847.	
30 Total net assets or fund balances	62,849,882.	65,708,847.		
31 Total liabilities and net assets/fund balances	62,852,225.	65,711,184.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	62,849,882.
2 Enter amount from Part I, line 27a	2	1,954,036.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	904,929.
4 Add lines 1, 2, and 3	4	65,708,847.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,708,847.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 12,775,641.		10,240,374.	4,495,072.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,495,072.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,495,072.
---	---	---	------------

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A
---	-----	---	-----

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,903,379.	59,253,099.	.049000
2011	2,663,208.	59,673,007.	.044630
2010	2,624,265.	56,156,037.	.046732
2009	2,903,456.	52,709,361.	.055084
2008	2,778,903.	46,568,511.	.059673

2 Total of line 1, column (d)	2	.255119
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.051024
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	63,656,817.
5 Multiply line 4 by line 3	5	3,248,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,971.
7 Add lines 5 and 6	7	3,294,996.
8 Enter qualifying distributions from Part XII, line 4	8	2,638,336.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	93,942.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2		3	93,942.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	93,942.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	82,712.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	82,712.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	125.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	11,355.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>GA</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► LANIGAN & ASSOCIATES, P.C. Located at ► 314 GORDON AVENUE, THOMASVILLE, GA	Telephone no. ► 229-226-8320 ZIP+4 ► 31792		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		80,000.	20,852.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SONIA B VICK 113 PONY CR, THOMASVILLE, GA 31792	40.00	62,387.	22,272.	0.

Total number of other employees paid over \$50,000

0

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Part VII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	61,311,559.
b	Average of monthly cash balances	1b	3,314,651.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	64,626,210.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	64,626,210.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	969,393.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,656,817.
6	Minimum investment return. Enter 5% of line 5	6	3,182,841.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,182,841.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	93,942.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	93,942.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,088,899.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,088,899.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,088,899.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,638,336.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,638,336.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,638,336.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

**WILLIAMS FAMILY FOUNDATION
OF GEORGIA, INC.**

Form 990-PF (2013)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,088,899.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	464,965.			
b From 2009	294,222.			
c From 2010				
d From 2011				
e From 2012	18,666.			
f Total of lines 3a through e	777,853.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	2,638,336.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,638,336.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	450,563.			450,563.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	327,290.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	14,402.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	312,888.			
10 Analysis of line 9:				
a Excess from 2009	294,222.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	18,666.			
e Excess from 2013				

Form 990-PF (2013)

Page 10

N/A

- ▶

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 12

- b The form in which applications should be submitted and information and materials they should include:**

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Form 990-PF (2013)

Part XV	Supplementary Information (continued)
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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHED STATEMENT			CHARITABLE	2,428,500.
Total			► 3a	2,428,500.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0

Part XVI-A

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3,925.		
4 Dividends and interest from securities			14	440,032.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	4,495,072.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a PARTNERSHIP INCOME	523000	-991.				
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-991.		4,939,029.		0.
13 Total. Add line 12, columns (b), (d), and (e)						4,938,038.

Part XVI-B[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>C. Bradford Jackson</i>		Date _____			Title EXECUTIVE DIRECTOR	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature <i>C. Bradford Jackson</i>		Date <i>3/30/15</i>	Check <input type="checkbox"/> if self-employed	PTIN
	C. BRADFORD JACKSON						P00105180
	Firm's name ▶ LANIGAN & ASSOCIATES, P. C.					Firm's EIN ▶ 58-1304721	
Firm's address ▶ 314 GORDON AVENUE THOMASVILLE, GA 31792					Phone no. 229-226-8320		

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTION		P		
b ELKHORN FUND K-1		P		
c ELKHORN FUND K-1		P		
d EXCELSIOR BUYOUT K-1		P		
e EXCELSIOR BUYOUT K-1		P		
f PUBLICLY TRADED SECURITIES		P		
g PUBLICLY TRADED SECURITIES		P		
h ALLIANCE PETROLEUM		P		
i LITIGATION PROCEEDS		P		
j EXCELSIOR BUYOUT K-1		P		
k ELKHORN FUND LIQUIDATION		P		
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,787,712.
b			-374,062.
c			158,438.
d			-1,442.
e			94,608.
f 1,223,225.		1,150,817.	72,408.
g 11,552,416.		9,089,557.	2,462,859.
h			1,489.
i			413.
j			-183,212.
k			475,861.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,787,712.
b			-374,062.
c			158,438.
d			-1,442.
e			94,608.
f			72,408.
g			2,462,859.
h			1,489.
i			413.
j			-183,212.
k			475,861.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,495,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK INTEREST	862.	862.	
INTEREST INCOME - PARTNERSHIP	2,369.	2,369.	
INTEREST INCOME - SAVINGS	694.	694.	
TOTAL TO PART I, LINE 3	3,925.	3,925.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE STOCKS	372,785.	0.	372,785.	372,785.	
OTHER PORTFOLIO INCOME/K-1	7.	0.	7.	7.	
PARTNERSHIP DIVIDENDS	67,240.	0.	67,240.	67,240.	
TO PART I, LINE 4	440,032.	0.	440,032.	440,032.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	-991.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-991.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	6,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	6,000.		2,000.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	103,471.	0.		0.
PAYROLL TAXES	10,893.	612.		10,281.
FOREIGN TAXES	389.	389.		0.
TO FORM 990-PF, PG 1, LN 18	114,753.	1,001.		10,281.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	195,277.	195,277.		0.
BANK CHARGES	34.	0.		34.
LIFE INSURANCE	195.	0.		0.
NON-DEDUCTIBLE EXPENSE/K-1	13.	0.		0.
BOOKS & SUBSCRIPTIONS	4,908.	0.		4,908.
POSTAGE & MAILING	275.	0.		275.
TELEPHONE	2,495.	0.		2,495.
TRAINING & TRAVEL	1,035.	0.		1,035.
MEETING EXPENSE	4,070.	0.		4,070.
OFFICE EXPENSE	409.	0.		409.
LONG TERM DISABILITY	195.	0.		195.
SELF INSURANCE- HEALTH	996.	0.		996.
ANNUAL COMPANY REGISTRATION	30.	0.		30.
MEMBERSHIP DUES	9,050.	0.		9,050.
CHARITABLE DEDUCTION/K-1	17.	0.		17.
TO FORM 990-PF, PG 1, LN 23	218,999.	195,277.		23,514.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	41,688,278.	41,688,278.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,688,278.	41,688,278.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	8,765,931.	8,765,931.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,765,931.	8,765,931.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	11,065,921.	11,065,921.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,065,921.	11,065,921.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SOFTWARE	20,327.	20,327.	20,327.
ACCUMULATED AMORTIZATION	-20,327.	-20,327.	-20,327.
OFFICE FURNITURE	37,981.	37,981.	37,981.
ACCUMULATED DEPRECIATION	-37,918.	-37,981.	-37,981.
TO FORM 990-PF, PART II, LINE 15	63.	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE W. PARKER P.O. BOX 1577 THOMASVILLE, GA 31799	SECRETARY/DIRECTOR 0.00	0.	0.	0.
BERNARD LANIGAN, JR 430 S. HANSELL ST THOMASVILLE, GA 31792	TREASURER/DIRECTOR 0.00	0.	0.	0.
THOMAS H VANN JR 411 GORDON AVE THOMASVILLE, GA 31792	DIRECTOR 0.00	0.	0.	0.
THOMAS W PARKER 4554 WHITESTONE WAY SUWANEE, GA 30024	DIRECTOR 0.00	0.	0.	0.
STEPHEN T PARKER 1650 CAMP RAWLS ROAD WAGENER, SC 29164	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ALSTON PARKER WATT P O BOX 1577 THOMASVILLE, GA 31799	PRESIDENT/EXECUTIVE DIRECT 30.00	80,000.	20,852.	0.
LAWRENCE HARMON 8214 US HWY 19S THOMASVILLE, GA 31757	DIRECTOR 0.00	0.	0.	0.
THOMAS L WILLIAMS IV P O BOX 1577 THOMASVILLE, GA 31799	DIRECTOR 0.00	0.	0.	0.
ASHLYN W. STEVENS 3688 F.M. 2896 GAINESVILLE, TX 76240	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		80,000.	20,852.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	12
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAMS FAMILY FOUNDATION OF GEORGIA, INC.
PO BOX 1577
THOMASVILLE, GA 31799

TELEPHONE NUMBER

229-228-1828

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN & CONTAIN INFORMATION REGARDING AMOUNT OF CONTRIBUTION REQUESTED, BUDGET, FINANCIAL STATEMENTS, EXEMPTION LETTER, ETC.

ANY SUBMISSION DEADLINES

SPRING DEADLINE: FEBRUARY 1 & FALL DEADLINE: SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONSERVATION, HISTORIC PRESERVATION, AND CHILDREN'S WELFARE PRIMARILY IN THOMASVILLE, GA AREA, & OTHER ORGANIZATIONS WITH SPECIAL INTEREST OF FOUNDATION

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Bus./ Inv. %	Sec. 179/ Bonus	Salvage/ Basis Adj.	Beg. Accum. Depreciation	Current Depreciation	Total Depreciation
Other Depr #1 - Other Depreciation												
1		Two Fire Proof	10/01/99	M / MQ	7.0000	2,435.90	100.0000	0.00	0.00	2,435.90	0.00	2,435.90
2		Network Solutio	05/14/02	M / HY	5.0000	9,646.24	100.0000	0.00	0.00	9,646.24	0.00	9,646.24
3		Printer	01/05/00	M / HY	5.0000	2,320.05	100.0000	0.00	0.00	2,320.05	0.00	2,320.05
4		Pentium III Com	01/05/00	M / HY	5.0000	2,893.60	100.0000	0.00	0.00	2,893.60	0.00	2,893.60
5		Fireproof File C	03/06/00	M / HY	7.0000	2,614.06	100.0000	0.00	0.00	2,614.06	0.00	2,614.06
6		Copier	03/07/00	M / HY	5.0000	2,750.00	100.0000	0.00	0.00	2,750.00	0.00	2,750.00
7		Fax Machine	07/17/00	M / HY	7.0000	2,082.78	100.0000	0.00	0.00	2,082.78	0.00	2,082.78
8		Computer-Alstol	10/02/00	M / HY	5.0000	1,361.25	100.0000	0.00	0.00	1,361.25	0.00	1,361.25
9		Network Techno	06/13/02	M / HY	5.0000	4,281.25	100.0000	0.00	0.00	4,281.25	0.00	4,281.25
10		GHA TECH COM	11/01/03	M / MQ	5.0000	1,595.41	100.0000	0.00	0.00	1,595.41	0.00	1,595.41
11		NTS/ ALSTON'S	04/01/04	SL / N/A	5.0000	3,800.35	100.0000	0.00	0.00	3,800.35	0.00	3,800.35
12		Macbook Pro	01/21/09	M / HY	5.0000	2,199.95	100.0000	0.00	0.00	2,199.95	63.36	2,199.95
Subtotal: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,917.48	63.36	37,980.84
Less dispositions and exchanges:						0.00		0.00	0.00	0.00	0.00	0.00
Net for: Other Depr #1 - Other Depreciation						37,980.84		0.00	0.00	37,917.48	63.36	37,980.84
Subtotal:												
Less dispositions and exchanges:						37,980.84		0.00	0.00	37,917.48	63.36	37,980.84
Grand Totals:						37,980.84		0.00	0.00	37,917.48	63.36	37,980.84

WFFG Schedule of Contributions

FY 2014

1/19/2015

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>All Saints Episcopal Church</u>			
All Saints Episcopal Church Thomasville Georgia	\$25,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total All Saints Episcopal Church (1 item)</i>	\$25,000.00		
<u>Archbold Foundation</u>			
Archbold Foundation Thomasville Georgia	\$250,000.00	12/2/2013	MNW Fund
<i>Total Archbold Foundation (1 item)</i>	\$250,000.00		
<u>Atlanta Botanical Gardens</u>			
Atlanta Botanical Gardens Atlanta Georgia	\$500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Atlanta Botanical Gardens (1 item)</i>	\$500.00		
<u>Bishop Hall Charter School</u>			
Bishop Hall Charter School Thomasville Georgia	\$40,000.00	1/31/2014	MNW Fund
<i>Total Bishop Hall Charter School (1 item)</i>	\$40,000.00		

Grantee Name	Amount	Payment Date	Fund
Grantee City			
Grantee State			
<u>Boys & Girls Club of Valdosta</u>			
Boys & Girls Club of Valdosta	\$10,000.00	11/4/2014	Foundation
Valdosta			
GA			
<i>Total Boys & Girls Club of Valdosta (1 item)</i>	\$10,000.00		
<u>Brookwood School</u>			
Brookwood School	\$5,000.00	6/2/2014	MNW Perpetual Giving Fund
Thomasville			
Georgia			
Brookwood School	\$200,000.00	11/11/2014	MNW Fund
Thomasville			
Georgia			
<i>Total Brookwood School (2 items)</i>	\$205,000.00		
<u>charity: water</u>			
charity: water	\$25,000.00	11/6/2014	Fourth Generation
New York			
NY			
<i>Total charity: water (1 item)</i>	\$25,000.00		
<u>City of Thomasville</u>			
City of Thomasville	\$5,000.00	9/16/2014	Foundation
Thomasville			
Georgia			
City of Thomasville	\$4,000.00	12/2/2013	Foundation
Thomasville			
Georgia			

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total City of Thomasville (2 items)</i>	\$9,000.00		
<u>Civil War Presersvation Trust</u>			
Civil War Presersvation Trust Washington D.C.	\$100,000.00	4/22/2014	MNW Fund
<i>Total Civil War Presersvation Trust (1 item)</i>	\$100,000.00		
<u>Community Foundation of South Georgia, Inc.</u>			
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	12/2/2013	Board Matching
Community Foundation of South Georgia, Inc. Thomasville GA	\$40,000.00	12/2/2013	Employee Directed
Community Foundation of South Georgia, Inc. Thomasville GA	\$5,000.00	2/18/2014	Foundation
Community Foundation of South Georgia, Inc. Thomasville GA	\$2,500.00	6/2/2014	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Community Foundation of South Georgia, Inc. Thomasville GA	\$150,000.00	11/11/2014	MNW Fund
<i>Total Community Foundation of South Georgia, Inc. (5 items)</i>	\$237,500.00		
<u>Congressional Sportsmen's Foundation</u> Congressional Sportsmen's Foundation Washington DC	\$5,000.00	11/11/2014	Foundation
<i>Total Congressional Sportsmen's Foundation (1 item)</i>	\$5,000.00		
<u>Department of Natural Resources</u> Department of Natural Resources Atlanta Georgia	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Department of Natural Resources (1 item)</i>	\$10,000.00		
<u>Ducks Unlimited, Inc.</u> Ducks Unlimited, Inc. Memphis TN	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Ducks Unlimited, Inc. (1 item)</i>	\$10,000.00		
<u>Emory University School of Medicine</u> Emory University School of Medicine Atlanta Georgia	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
Emory University School of Medicine Atlanta Georgia	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Emory University School of Medicine (2 items)</i>	\$20,000.00		
<u>Episcopal Diocese of Georgia</u> Episcopal Diocese of Georgia Savannah GA	\$10,000.00	11/11/2014	Fourth Generation
<i>Total Episcopal Diocese of Georgia (1 item)</i>	\$10,000.00		
<u>Family Enrichment Group, Inc.</u> Family Enrichment Group, Inc. Thomasville GA	\$15,000.00	11/11/2014	Foundation
<i>Total Family Enrichment Group, Inc. (1 item)</i>	\$15,000.00		
<u>Fellowship of Christian Athletes</u> Fellowship of Christian Athletes Thomasville Georgia	\$10,000.00	11/11/2014	Foundation
<i>Total Fellowship of Christian Athletes (1 item)</i>	\$10,000.00		
<u>Georgia Center for Child Advocacy</u> Georgia Center for Child Advocacy Atlanta GA	\$20,000.00	4/22/2014	Foundation

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Georgia Center for Child Advocacy (1 item)</i>	\$20,000.00		
<u>Georgia Court Appointed Special Advocates Inc.</u>			
Georgia Court Appointed Special Advocates Inc Atlanta Georgia	\$10,000.00	11/11/2014	Foundation
<i>Total Georgia Court Appointed Special Advocates Inc (1 item)</i>	\$10,000.00		
<u>Georgia Historical Society</u>			
Georgia Historical Society Savannah, Georgia	\$5,000.00	2/20/2014	MNW Perpetual Giving Fund
<i>Total Georgia Historical Society (1 item)</i>	\$5,000.00		
<u>Georgia Justice Project</u>			
Georgia Justice Project Atlanta GA	\$25,000.00	4/22/2014	Foundation
<i>Total Georgia Justice Project (1 item)</i>	\$25,000.00		
<u>Georgia Trust for Historic Preservation</u>			
Georgia Trust for Historic Preservation Atlanta Georgia	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Georgia Trust for Historic Preservation (1 item)</i>	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Halcyon Home</u> Halcyon Home Thomasville Georgia	\$20,000.00	11/11/2014	Foundation
<u>Total Halcyon Home (1 item)</u>	\$20,000.00		
<u>Hands and Hearts for Horses</u> Hands and Hearts for Horses Thomasville GA	\$15,000.00	4/22/2014	Foundation
<u>Total Hands and Hearts for Horses (1 item)</u>	\$15,000.00		
<u>Hands on Thomas County</u> Hands on Thomas County Thomasville Georgia	\$11,500.00	4/22/2014	Foundation
<u>Total Hands on Thomas County (1 item)</u>	\$11,500.00		
<u>Hopes and Dreams Riding Facility</u> Hopes and Dreams Riding Facility Quitman GA	\$35,000.00	4/22/2014	Foundation
<u>Total Hopes and Dreams Riding Facility (1 item)</u>	\$35,000.00		
<u>Lives Without Limits</u> Lives Without Limits Thomasville GA	\$12,500.00	11/4/2014	Foundation

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total Lives Without Limits (1 item)</i>	\$12,500.00		
<u>Mead Hall/Aiken Preparatory School</u>			
Mead Hall/Aiken Preparatory School Aiken SC	\$25,000.00	3/10/2014	Fourth Generation
Mead Hall/Aiken Preparatory School Aiken SC	\$50,000.00	6/19/2014	MNW Fund
Mead Hall/Aiken Preparatory School Aiken SC	\$50,000.00	12/2/2013	MNW Fund
Mead Hall/Aiken Preparatory School Aiken SC	\$50,000.00	6/19/2014	MNW Fund
<i>Total Mead Hall/Aiken Preparatory School (4 items)</i>	\$175,000.00		
<u>Myron Rolle Foundation</u>			
Myron Rolle Foundation Princeton New Jersey	\$5,000.00	8/19/2014	Foundation
Myron Rolle Foundation Princeton New Jersey	\$5,000.00	11/12/2014	Foundation
<i>Total Myron Rolle Foundation (2 items)</i>	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>National Gallery of Art</u> National Gallery of Art Landover MD	\$1,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total National Gallery of Art (1 item)</i>	\$1,000.00		
<u>National Society of Colonial Dames of Ga.</u> National Society of Colonial Dames of Ga. Savannah Georgia	\$500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total National Society of Colonial Dames of Ga. (1 item)</i>	\$500.00		
<u>National Trust for Historic Preservation</u> National Trust for Historic Preservation Washington D.C.	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total National Trust for Historic Preservation (1 item)</i>	\$10,000.00		
<u>One Heartbeat, Inc.</u> One Heartbeat, Inc GA	\$15,500.00	4/22/2014	Foundation
<i>Total One Heartbeat, Inc (1 item)</i>	\$15,500.00		
<u>Planned Parenthood of Georgia</u> Planned Parenthood of Georgia Atlanta Georgia	\$500.00	6/1/2014	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Total Planned Parenthood of Georgia (1 item)</u>	\$500.00		
<u>Second Harvest of South Georgia, Inc.</u>			
Second Harvest of South Georgia, Inc Valdosta GA	\$25,000.00	11/12/2014	Foundation
<u>Total Second Harvest of South Georgia, Inc (1 item)</u>	\$25,000.00		
<u>Seminole Boosters</u>			
Seminole Boosters Tallahassee Florida	\$2,500.00	6/2/2014	MNW Perpetual Giving Fund
<u>Total Seminole Boosters (1 item)</u>	\$2,500.00		
<u>Society of St. Andrew</u>			
Society of St. Andrew Tifton GA	\$10,000.00	11/11/2014	Foundation
<u>Total Society of St. Andrew (1 item)</u>	\$10,000.00		
<u>South Georgia Ballet</u>			
South Georgia Ballet Cairo GA	\$25,000.00	4/22/2014	Foundation
<u>Total South Georgia Ballet (1 item)</u>	\$25,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Southern Architectural Foundation, Inc.</u>			
Southern Architectural Foundation, Inc. Atlanta Georgia	\$500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Southern Architectural Foundation, Inc. (1 item)</i>			
\$500.00			
<u>Suwannee River Area Council Boy Scouts</u>			
Suwannee River Area Council Boy Scouts Tallahassee Florida	\$5,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Suwannee River Area Council Boy Scouts (1 item)</i>			
\$5,000.00			
<u>Tall Timbers</u>			
Tall Timbers Tallahassee Florida	\$50,000.00	4/22/2014	Foundation
<i>Total Tall Timbers (1 item)</i>			
\$50,000.00			
<u>The Concord Coalition</u>			
The Concord Coalition Arlington Virginia	\$500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total The Concord Coalition (1 item)</i>			
\$500.00			
<u>The Forward Arts Foundation</u>			
The Forward Arts Foundation Atlanta Georgia	\$500.00	6/2/2014	MNW Perpetual Giving Fund

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<i>Total The Forward Arts Foundation (1 item)</i>	\$500.00		
<u>The Georgia Conservancy</u>			
The Georgia Conservancy Atlanta Georgia	\$500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total The Georgia Conservancy (1 item)</i>	\$500.00		
<u>The Lawson Neel MedBank</u>			
The Lawson Neel MedBank Thomasville Georgia	\$10,000.00	11/4/2014	Foundation
<i>Total The Lawson Neel MedBank (1 item)</i>	\$10,000.00		
<u>The M.N.W. Boys & Girls Clubs of Thomasville</u>			
The M.N.W. Boys & Girls Clubs of Thomasville Thomasville Georgia	\$235,000.00	6/17/2014	MNW Perpetual Giving Fund
<i>Total The M.N.W. Boys & Girls Clubs of Thomasville (1 item)</i>	\$235,000.00		
<u>The Nature Conservancy in Georgia</u>			
The Nature Conservancy in Georgia Atlanta Georgia	\$1,500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total The Nature Conservancy in Georgia (1 item)</i>	\$1,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>The Salvation Army</u>			
The Salvation Army Thomasville Georgia	\$50,000.00	4/22/2014	Foundation
<i>Total The Salvation Army (1 item)</i>			
<u>Thomas County Food Bank and Outreach Center, Inc.</u>			
Thomas County Food Bank and Outreach Center, Inc. Thomasville GA	\$5,000.00	4/22/2014	Foundation
<i>Total Thomas County Food Bank and Outreach Center, Inc. (1 item)</i>			
<u>Thomas County Historical Society</u>			
Thomas County Historical Society Thomasville Georgia	\$10,000.00	12/2/2013	MNW Fund
<i>Total Thomas County Historical Society (1 item)</i>			
<u>Thomas County Historical Society</u>			
Thomas County Historical Society Thomasville Georgia	\$30,000.00	11/11/2014	Foundation
<i>Total Thomas County Historical Society (1 item)</i>			
<u>Thomas County Historical Society</u>			
Thomas County Historical Society Thomasville Georgia	\$5,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Thomas County Historical Society (3 items)</i>			
<i>Total Thomas County Historical Society (3 items)</i>			
<i>Total Thomas County Historical Society (3 items)</i>			

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomas County Youth Camp, Inc.</u>			
Thomas County Youth Camp, Inc Thomasville GA	\$5,000.00	12/2/2013	Foundation
<i>Total Thomas County Youth Camp, Inc (1 item)</i>	\$5,000.00		
<u>Thomas University</u>			
Thomas University Thomasville Georgia	\$100,000.00	4/22/2014	MNW Fund
<i>Total Thomas University (1 item)</i>	\$100,000.00		
<u>Thomasville Antiques Show Foundation</u>			
Thomasville Antiques Show Foundation Thomasville Georgia	\$10,000.00	1/31/2014	MNW Perpetual Giving Fund
<i>Total Thomasville Antiques Show Foundation (1 item)</i>	\$10,000.00		
<u>Thomasville Center for the Arts</u>			
Thomasville Center for the Arts Thomasville Georgia	\$50,000.00	4/22/2014	Foundation
Thomasville Center for the Arts Thomasville Georgia	\$2,500.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Thomasville Center for the Arts (2 items)</i>	\$52,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Community Resource Center</u>			
Thomasville Community Resource Center	\$50,000.00	4/22/2014	Foundation
Thomasville Georgia			
<i>Total Thomasville Community Resource Center (1 item)</i>	\$50,000.00		
<u>Thomasville Genealogical Library</u>			
Thomasville Genealogical Library	\$1,000.00	6/2/2014	MNW Perpetual Giving Fund
Thomasville Georgia			
<i>Total Thomasville Genealogical Library (1 item)</i>	\$1,000.00		
<u>Thomasville Landmarks, Inc.</u>			
Thomasville Landmarks, Inc.	\$2,000.00	6/2/2014	MNW Perpetual Giving Fund
Thomasville Georgia			
<i>Total Thomasville Landmarks, Inc. (1 item)</i>	\$2,000.00		
<u>Thomasville Music & Drama Troupe, Inc.</u>			
Thomasville Music & Drama Troupe, Inc.	\$2,500.00	6/2/2014	MNW Perpetual Giving Fund
Thomasville Georgia			
<i>Total Thomasville Music & Drama Troupe, Inc. (1 item)</i>	\$2,500.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Thomasville Thomas County Habitat for Humanity</u>			
Thomasville Thomas County Habitat for Humanity Thomasville Georgia	\$50,000.00	12/2/2013	Foundation
<i>Total Thomasville Thomas County Habitat for Humanity (1 item)</i>			
	\$50,000.00		
<u>Thomasville YMCA</u>			
Thomasville YMCA Thomasville Georgia	\$5,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Thomasville YMCA (1 item)</i>			
	\$5,000.00		
<u>Thomasville-Thomas County Humane Society</u>			
Thomasville-Thomas County Humane Society Thomasville Georgia	\$1,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total Thomasville-Thomas County Humane Society (1 item)</i>			
	\$1,000.00		
<u>U.S. Department of State</u>			
U.S. Department of State Washington D.C.	\$10,000.00	6/2/2014	MNW Perpetual Giving Fund
<i>Total U.S. Department of State (1 item)</i>			
	\$10,000.00		

Grantee Name Grantee City Grantee State	Amount	Payment Date	Fund
<u>Vashti Center</u>			
Vashti Center Thomasville Georgia	\$25,000.00	11/4/2014	Foundation
<i>Total Vashti Center (1 item)</i>	\$25,000.00		
<u>Washington & Lee University</u>			
Washington & Lee University Lexington VA	\$15,000.00	11/7/2014	Fourth Generation
Washington & Lee University Lexington VA	\$250,000.00	11/11/2014	MNW Fund
Washington & Lee University Lexington VA	\$25,000.00	12/2/2013	Foundation
<i>Total Washington & Lee University (3 items)</i>	\$290,000.00		
Grand Totals	\$2,428,500.00		